EXHIBIT

PROJECT DESIGN STANDARDS

In 1986, the City Council adopted the Downtown Plan Urban Design & Architectural Guidelines as part of the City's General Plan applying to the Downtown area. These guidelines articulate the City's vision and urban design goals as an important implementation tool of the Downtown Plan.

The Urban Design and Architectural Guidelines contain the following elements:

- 1) A "Preface" that describes the two critical purposes for the creation of those guidelines:
 - To influence the general character of new projects to ensure that Downtown will preserve its present qualities as it develops; and
 - To identify issues of City concern that should be considered by owners, developers, architects, and builders as they prepare proposals for City staff and Development Review Board consideration.
- 2) A series of ten "Downtown Urban Design goals" applicable to all areas of Downtown.
- 3) "General Downtown Guidelines" relating to site development, building form, architectural character and landscape character.
- 4) "Guidelines for Special Districts," including the Fifth Avenue/Stetson Drive District and the Couplet that borders the SFSP project to the south and west.
- 5) A "Plant Selection Guide."

For the purposes of project design standards for Waterfront Project improvements, the City Council adopted Downtown Plan Urban Design and Architectural Guidelines shall apply. In general, Waterfront Project improvements should meet the design guidelines for "Type 2 Development Areas." Typically, these guidelines apply to large assemblies of land for multibuilding development, where the development of pedestrian and vehicular linkages and the careful handling of architectural form to reduce the apparent size and bulk of larger buildings are key design goal. However, where project improvements are located in proximity to the Arizona Canal, the urban design goals for such improvements should meet the design objectives of the "Type 1 Development Areas" standards. In this case, the key urban design goals are the creation of a pedestrian scale experience through fine-grain building character and the development of strong pedestrian linkages and continuity of street space.

WATERFRONT DISTRICT URBAN DESIGN OBJECTIVES

- 1. Create and enhance the Waterfront District as a key pedestrian, transit, and vehicular linkage between the Fashion Square shopping mall and the Downtown historic specialty retail districts.
- 2. Create and constantly reinforce the Waterfront District as a water-related major destination attraction with an emphasis on integrated retail, entertainment, and cultural activities.
- 3. Create an overall image for the Waterfront District that is responsive to the desert context and cultural history of the southwest.
- 4. Create fine-grain pattern, pedestrian scale, and active building frontages with a canal orientation for development in proximity to the Arizona Canal.

WATERFRONT DISTRICT STANDARDS

A. Built Form Open Spaces Along the Waterfront

- All driveways for pedestrian transit and/or vehicular use shall be aligned and designed to
 enhance the integration of uses and shall support a circulation system that connects to
 existing or planned bridges crossing the Arizona Canal.
- Apparent storefront widths should not exceed 50 feet, with storefront entrances for every 30 feet of building widths where possible and practical.
- A minimum of two-thirds of lower story frontage should contain clear glass opening with views into shops.
- Wall signs should have indirect illumination from a shielded light source.
- All exterior light sources and interior light sources visible from the pedestrian walkways must have lamps shielded from view.
- Street furniture such as benches, courtyard fountains, planter boxes, earthen post and pedestrian lights are encouraged.
- Covered walkways are highly desirable and should largely conform with design standards developed for the "Fifth Avenue District" (as contained in the Downtown Urban Design & Architectural Guidelines).

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- The continuity of canal focused development should be reinforced with a strong consistent "street" tree to help unify "street" character where a diversity of architectural character and wall materials may exist.
- Buildings adjacent to the canal shall be designed to provide meaningful canal orientation through the use of terraces, entrances, bay windows, and similar features.
- The impact of service areas on the canal bank must be minimized.

B. Bridge Design

- The areas under and adjacent to the bridges over Camelback Road should incorporate design features to enhance the pedestrian experience, including, but not limited to, lighting, public art, landscaping, paving, fenestration, and street furnishing.
- All retail bridge structure should incorporate significant and frequent areas of glazing, openings, and/or other articulation and penetration of the vertical wall surface to reduce the apparent size and bulk.
- The Camelback vehicular and retail bridges must function as visual gateways into Downtown Scottsdale along the Camelback Road corridor.

C. Parking Structures

 Parking garage facades should exhibit architectural expression consistent with adjoining occupied structures and shall be subject to the principles established in the Downtown Urban Design and architectural Guidelines.

D. Loop Driveway

- The loop driveway is the primary vehicular, pedestrian and transit linkage to Fashion Square, Goldwater Boulevard and Marshall Way.
- Every effort must be made to ensure the comfort of pedestrian movement while recognizing the need of this driveway to carry significant traffic volumes and to provide access to parking structures.
- The driveway must accommodate two lanes of traffic in each direction, in addition to a center turn median when appropriate.
- The driveway must include pedestrian improvements and a strong, consistent street treeplanting pattern to emphasize its importance as a north/south linkage to Marshall Way and Fashion Square.

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E. Camelback Road-Oriented Built Form and Open Spaces

- Building with connections or orientations to the Fashion Square regional shopp8ing mall must create a transition of building massing and type from the mall into a more urban and complex streetscape as envisioned for the canal frontage.
- Circulation linkages and open spaces should provide clear visual cues to the pedestrian that will identify direction and destinations particularly to the Marshall Way alignment via the canal bridge.

F. Pedestrian Plazas

The design of pedestrian plazas should portray a sense of place to:

- 1. Act as public/private use anchors along the canal bank;
- 2. Maintain a certain level of activity along the canal bank, i9ncluding seating areas, performance space, market cart vending; and
- 3. Establish a compelling image for adjacent development to respond.

G. Project Landscaping

- The plant palette shall conform to the Plant Selection Guide contained in the Downtown Urban Design and Architectural Guidelines.
- All plant selections must be compatible with high activity, pedestrian-oriented environment.
- Special attention should be paid to selections that thrive in the southwest desert environment, as well as urban growing condition.